

Presentment Date and Time: March 26, 2007 at 4:00 p.m.
Objection Deadline: March 26, 2007 at 2:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11	
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)	
	:		
Debtors.	:	(Jointly Administered)	
	:		
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NOTICE OF PRESENTMENT FOR ORDER UNDER 11 U.S.C. §§ 327(a), 328(a), 1107(b) AND FED.
R. BANKR. P. 2014 AUTHORIZING EMPLOYMENT AND RETENTION OF KPMG LLP TO (I)
ENTER INTO MASTER PROFESSIONAL SERVICES AGREEMENT WITH DEBTORS, (II)
CONTINUE TO PROVIDE DEBTORS WITH GLOBAL MOBILITY ADVISORY SERVICES
RELATED TO INTERNATIONAL ASSIGNEES EFFECTIVE
NUNC PRO TUNC TO FEBRUARY 9, 2007, (III) CONTINUE TO PROVIDE DEBTORS WITH TAX
CONSULTING SERVICES EFFECTIVE NUNC PRO TUNC TO FEBRUARY 9, 2007, (IV)
CONTINUE TO PROVIDE DEBTORS WITH INTERNATIONAL ASSIGNMENT SERVICES
RELATED TO DEBTORS' INTERNATIONAL ASSIGNEES EFFECTIVE NUNC PRO TUNC
TO JANUARY 31, 2007, (V) PROVIDE DEBTORS WITH CERTAIN FRESH START SERVICES
EFFECTIVE NUNC PRO TUNC TO NOVEMBER 16, 2006, AND
(VI) PROVIDE DEBTORS WITH CERTAIN ADDITIONAL SERVICES

PLEASE TAKE NOTICE that on March 16, 2007 Delphi Corporation ("Delphi"), debtor and debtor-in-possession in the above-captioned cases, filed the Third Supplemental Application For Order Under 11 U.S.C. §§ 327(a), 328(a), 1107(b) And Fed. R. Bankr. P. 2014 Authorizing Employment And Retention Of KPMG LLP To (I) Enter Into Master Professional Services Agreement With Debtors, (II) Continue To Provide Debtors With Global Mobility Advisory Services Related To International Assignees Effective Nunc Pro Tunc To February 9, 2007, (III) Continue To Provide Debtors With Tax Consulting Services Effective Nunc Pro Tunc To February 9, 2007, (IV) Continue To Provide Debtors With International Assignment Services Related To Debtors' International Assignees Effective Nunc Pro Tunc To January 31, 2007, (V) Provide Debtors With Certain Fresh Start Services Effective Nunc Pro Tunc To November 16, 2006, And (VI) Provide Debtors With Certain Additional Services (the "Third Supplemental Retention Application," attached to this notice as Exhibit A).

PLEASE TAKE FURTHER NOTICE that if timely written objections are filed, served, and received in accordance with this notice, a hearing to consider approval of the Third Supplemental Retention Application will be held on April 20, 2007 at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Third Supplemental Retention Application are timely filed, served, and received, the order filed with the Third Supplemental Retention Application and attached to this notice as Exhibit B will be submitted for signature to the Honorable Robert D. Drain, United States Bankruptcy Court for

the Southern District of New York, One Bowling Green, Room 610, New York, New York
10004 on March 26, 2007 at 4:00 p.m. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Third Supplemental Retention Application must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006, as amended (the "Amended Eighth Supplemental Case Management Order") (Docket No. 5418), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Brian Resnick), (v) counsel for the Official Committee Of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for KPMG LLP, King & Spalding LLP, 1185 Avenue of the Americas, New York,

New York 10036 (Att'n: H. Slayton Dabney, Jr.), (vii) counsel for the Official Committee Of Equity Security Holders, Fried Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **2:00 p.m. (Prevailing Eastern Time) on March 26, 2007** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Third Supplemental Retention Application are timely filed and served in accordance with the procedures set forth herein and in the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Third Supplemental Retention Application **without further notice.**

Dated: New York, New York
March 16, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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